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## ENVIRONMENT, HEALTH AND SAFETY COMMITTEE

The Board of Directors (the “**Board**”) of Midway Gold Corp. (the “**Company**”) has established an Environment, Health and Safety Committee (the “**Committee**”) comprised of at least three directors appointed by the Board. The membership, operations, authority, purpose, responsibilities and specific duties of the Committee are described below:

### **Membership and Operations**

To serve on the Committee, a director may, but is not required to be, independent, as defined by any applicable securities laws.

Committee members shall serve until the successors shall be duly designated and qualified. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority of the Board then in office.

The Committee’s chair shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The chair of the Committee, in consultation with management and other members of the Committee, shall set meeting agendas.

The Committee may form and delegate authority to subcommittees when appropriate.

### **Authority**

The Board of Directors has granted the Committee the authority herein provided. The Committee has been, and shall be, granted access to all relevant information, including, but not limited to, the cooperation of the Company’s employees, needed in the furtherance of carrying out the duties of the Committee. The Committee also has the authority to retain, at the Company’s expense, persons having special competencies (including, without limitation, legal or other consultants and experts) to assist the Committee in fulfilling its responsibilities.

### **Purpose and Responsibilities**

The Committee’s primary purpose is to review, monitor and assess the effectiveness of: (a) the environmental policies and activities of the Company; and (b) the activities of the Company as they relate to health and safety issues.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems



necessary from time to time to fulfill its responsibilities. Nothing herein is intended to expand applicable standards of liability under state or federal law for directors of a Company.

## **Specific Duties**

In discharging its responsibilities, the Committee shall have the authority to do the following:

### ***Environmental Matters***

1. Review and monitor the environmental policies and activities of the Company on behalf of the Board.
2. Review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard.
3. Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
4. Report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Company for consideration and the manner of disposition.
5. Receive reports from management of the Company on all significant environmentally sensitive incidents and/or compliance issues in a detailed and timely fashion.
6. Review and consider potential environmental liabilities and obligations, their potential financial impact on the Company.

### ***Health and Safety Matters***

1. Review and monitor the health and safety policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to health and safety issues.
2. Recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Company's policies related to health and safety are being adhered to and achieved.
3. Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
4. Report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

***Approved by the Board of Directors, August 2, 2013***